
GOLDLINK INCOMEPLUS LIMITED

ACN 082 568 456

NOTICE OF GENERAL MEETING

TIME: 10.00 am (WST)

DATE: 4 June 2009

PLACE: Level 1, Suite 3
248 Hay Street
SUBIACO WA 6008

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary, Mr Martin Stein on 0422763617

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TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 10.00 am (WST) on 4 June 2009 at:

Level 1, Suite 3
248 Hay Street
SUBIACO WA 6008

YOUR VOTE IS IMPORTANT

The business of the General Meeting affects your shareholding and your vote is important.

VOTING IN PERSON

To vote in person, attend the General Meeting on the date and at the place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

- (a) post to Computershare Investor Services Pty Limited GPO Box 242 Melbourne Victoria 3001:or
- (b) facsimile to Computershare Investor Services Pty Limited within Australia 1800 783 447 or overseas (03) 9473 2555,

so that it is received not later than 10.00am am (WST) on 2 June 2009.

Proxy Forms received later than this time will be invalid.

NOTICE OF GENERAL MEETING

Notice is given that the General Meeting of Shareholders will be held at 10.00am (WST) on 4 June 2009 at Level 1, Suite 3, 248 Hay Street, Subiaco, Western Australia.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders of the Company at 5pm (WST) on 2 June 2009.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

AGENDA

1. RESOLUTION 1 – APPROVAL FOR CHANGE IN NATURE AND SCALE OF ACTIVITIES

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purpose of Listing Rule 11.1.2 of the Listing Rules of ASX Limited, and for all other purposes, approval is given for the Company to make a significant change in the nature and scale of its activities as described in the Explanatory Statement accompanying this Notice."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed.

DATED: 23 APRIL 2009
BY ORDER OF THE BOARD

MARTIN STEIN
GOLDLINK INCOMEPLUS LIMITED
COMPANY SECRETARY

Voting Exclusion Note:

Where a voting exclusion applies, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the General Meeting to be held at 10.00 am (WST) on 4 June 2009 at Level 1, Suite 3, 248 Hay Street, Subiaco, Western Australia.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

1. BACKGROUND

Pursuant to a proportional takeover offer (**Offer**) completed in January 2009, Emerald Capital Limited (**Emerald**) acquired a voting interest in more than 50% of the ordinary shares in the Company.

On 27 March 2009, Emerald assumed control of the board of directors of GLI and the new Board of GLI now intends to implement the business plan (**Business Plan**) as proposed in Emerald's Bidder's Statement, issued pursuant to the Offer and outlined below.

1.1 GLI Business Plan

The new Board intends to ensure that GLI will remain as an alternative investment company and maintain its listing on ASX with a view to recreating and growing shareholder wealth. The investment mandate is intended to be broadened and the new Board intends to have a wide discretion to determine what, how and when to invest (subject to the criteria outlined below). Until such time as the new Board makes a decision on appropriate investments, it is likely that GLI's funds will continue to remain invested in cash (or cash equivalents).

It is not proposed that GLI will become an "investment entity". While GLI may make some passive investments, it also intends, where appropriate, to seek some management control or board positions in relation to the companies in which it invests.

The new Board's proposed strategy will provide GLI shareholders with exposure to investments with the objective of delivering regular income and capital growth. GLI will have a mandate to be an active investor in assets including enhanced cash securities, fixed interest, hybrids and equities (other permitted investments as listed in this section) with the flexibility to allocate capital to the most attractive asset class in a given economic cycle. The time frame on investments will be short to medium term (1 to 5 years) and permitted investments will include:

- (a) listed and unlisted securities;
- (b) hybrids and convertible instruments;
- (c) bank deposits;
- (d) bills of exchange, promissory notes and other negotiable instruments;
- (e) debentures, unsecured notes, bonds and mortgages; and
- (f) units in cash and investment trusts.

GLI will focus on Return on Equity (ROE) with potential revenues from interest, dividends, fees and profit from realisation on asset sales.

It is the present intention of the new Board:

- (a) to complete an operational review of GLI to ensure that all appropriate capital management initiatives (such as capital returns/raisings and buybacks) are contemplated so that all shareholders benefit; and
- (b) to examine the ability of GLI to access tax losses and franking credits for GLI shareholders.

Risk Management

GLI will undertake a risk management and review process for all investments.

The proposed GLI Board will monitor the investment policy and standards including:

- (a) investment returns;
- (b) credit risk;
- (c) asset and cash flow support;
- (d) maturity profile;
- (e) liquidity; and
- (f) concentration limits.

Permitted investments will include:

- (a) listed and unlisted securities;
- (b) hybrids and convertible instruments;
- (c) bank deposits;
- (d) bills of exchange, promissory notes and other negotiable instruments;
- (e) debentures, unsecured notes, bonds and mortgages; and
- (f) units in cash and investment trusts.

The implementation by the Company of the Business Plan pursuant to Resolution 1, constitutes a significant change in the scale of the Company's activities, and consequently requires approval pursuant to ASX Listing Rule 11.1.

1.2 ASX Listing Rule 11.1.2

ASX Listing Rule 11.1.2 outlines that where a company proposes to make a significant change in the nature or scale of its activities if, ASX requires, the Company must obtain approval of holders of its ordinary securities and must comply with any requirements of ASX in relation to the notice of meeting. The notice of meeting must include a voting exclusion statement.

Under Resolution 1, the Company is seeking shareholder approval under ASX Listing Rule 11.1.2 for a change in nature and scale of activities in relation to the implementation of the Business Plan.

1.3 Capital Structure

The Company currently has 127,344,800 fully paid ordinary Shares on issue. The implementation of the Business Plan will not have any effect on the existing capital structure of the Company.

1.4 Risks – Change of Activities

Shareholders should be aware that if Resolution 1 is approved, the Company will be broadening the scope of its investment mandate as an alternative investment company. Such a change is subject to various risk factors. Based on the information available, a non-exhaustive list of risk factors are as follows:

Individual Investment Risk

Individual investments within the Company's investment portfolio may fall in value for many reasons such as changes in the entity's internal operations, management or in its business environment. If this occurs, the value of the NTA of the Company will fall which is likely to have a negative affect on the Company's Share price.

Interest Rate Risk

Changes in interest rates can have an impact directly or indirectly on investment valuations and returns on any cash deposits held.

Company Risk

Risks particular to the Company include that the Company may give different after-tax results than investing individually because of income or capital gains accrued in the Company.

Derivatives Risk

The risk of loss associated with derivatives can be substantial due to the leverage associated with these financial instruments. Accordingly, the primary risks associated with the use of derivatives by the Company are that they may perform differently and be less liquid than the underlying securities.

Liquidity

The Company may invest in unlisted securities or in companies whose securities are thinly traded. Therefore, its ability to sell securities may well be restricted.

Industry Risk

There are a number of industry risk factors that may affect the future operational performance of the Company. These factors are outside the control of the Company. Such factors include increased regulatory and compliance costs, unforeseen Government legislation, and collapse in equity markets.

Reliance on key personnel

The Company intends to put in place systems and processes to mitigate the risk of losing key personnel. However, the loss of key personnel within the Company could have a negative impact on the Company.

Financial Market Volatility

A fall in global or Australian equity markets, global or Australian bond markets or a rapid change in the value of the Australian dollar against other major currencies may discourage investors from moving money into or out of equity markets. This may have a negative effect on Share prices.

Performance of other Asset Classes

Good performance, or anticipated performance, of other asset classes can encourage individuals to divert money away from equity markets. This may have a negative impact on the value of the investment portfolio.

Absolute Performance versus Relative Performance

It is the objective of the Company to show positive returns on its investment regardless of the underlying movement in value of the investment markets. With such an objective, the value of the investment portfolio cultivated by the Company may not change in line with the overall movements in the market and its performance may differ significantly from funds that seek to measure performance against the broader share market.

Tax

Taxation and changes to tax systems can have an effect on returns but also the relative merit of putting monies in various asset classes and in an individual security. All of these items may have a negative impact on the Company or the price of Shares.

1.5 What happens if Resolution 1 is not approved by shareholders?

The major shareholder in the Company (Emerald Capital Limited) has indicated that it will vote in favour of Resolution 1. Accordingly, it is highly likely that Resolution 1 will be passed.

However, in the extremely unlikely event that Emerald Capital Limited votes against Resolution 1, ASX has given the Company until 30 June 2009 to increase its level of operations to a sufficient level to comply with ASX Listing Rule 12.1. If the Company is unable to comply with ASX Listing Rule 12.1 on or before 30 June 2009, it must request a suspension of its securities.

2. RESOLUTION 1 – APPROVAL FOR CHANGE IN NATURE AND SCALE OF ACTIVITIES

2.1 General

Resolution 1 seeks approval from Shareholders for a change in the nature and scale of the activities of the Company.

2.2 ASX Listing Rule 11.1

ASX Listing Rule 11.1 provides that where an entity proposes to make a significant change, either directly or indirectly, to the nature or scale of its activities, it must provide full details to ASX as soon as practicable. ASX Listing Rule 11.1.2 provides that, if ASX requires, the entity must get the approval of Shareholders and must comply with any requirements of ASX in relation to the Notice of Meeting.

ASX has advised the Company that, given the proposed Business Plan involves a significant change in the nature and scale of the activities of the Company, ASX requires the Company to obtain the approval of its Shareholders.

For this reason, the Company is seeking Shareholder approval for the Company to change the nature and scale of its activities under ASX Listing Rule 11.1.2.

3. ENQUIRIES

Shareholders are required to contact Martin Stein on 0422 763 617 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

\$ means Australian dollars.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Days means any day other than a Saturday, Sunday or public holiday in the State of Western Australia.

Business means that business and assets of the Company.

Company means GoldLink IncomePlus Limited (ACN 082 568 456).

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice of Meeting.

General Meeting means the meeting convened by the Notice of Meeting.

GLI means GoldLink IncomePlus Limited (ACN 082 568 456).

Notice of Meeting or **Notice of General Meeting** means this notice of general meeting including the Explanatory Statement.

Resolutions means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

WST means Western Standard Time as observed in Perth, Western Australia.

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Intentionally blank

Lodge your vote:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

For your vote to be effective it must be received by 10.00am (WST) on Tuesday, 2 June 2009

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.computershare.com.

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form →



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- Review your securityholding
- Update your securityholding

Your secure access information is:

SRN/HIN:



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Goldlink Incomeplus Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the General Meeting of Goldlink Incomeplus Limited to be held at Level 1, Suite 3, 248 Hay Street, Subiaco, Western Australia on Thursday, 4 June 2009 at 10.00am (WST) and at any adjournment of that meeting.

Important for Item 1: If the Chairman of the Meeting is your proxy and you have not directed him/her how to vote on Item 1 below, please mark the box in this section. If you do not mark this box and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your vote on Item 1 and your vote will not be counted in computing the required majority if a poll is called on this Item. The Chairman of the Meeting intends to vote undirected proxies in favour of item 1 of business.

I/We acknowledge that the Chairman of the Meeting may exercise my proxy even if he/she has an interest in the outcome of that Item and that votes cast by him/her, other than as proxy holder, would be disregarded because of that interest.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

1. Approval for change in Nature and Scale of Activities

	For	Against	Abstain
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date ____/____/____